

SKYWORKS SOLUTIONS, INC.

AMENDED AND RESTATED COMPENSATION AND TALENT COMMITTEE CHARTER

A. PURPOSE AND SCOPE

The primary function of the Compensation and Talent Committee (the “Committee”) of the Board of Directors (the “Board”) of Skyworks Solutions, Inc. (the “Corporation”) is to exercise the responsibilities and duties set forth below, including but not limited to reviewing and making recommendations to management on company-wide compensation programs and practices, administering and interpreting the Corporation’s equity-based plans, taking final action with respect to the individual cash and equity-based compensation arrangements of the Corporation’s senior executives, approving, subject to ratification by the full Board, new equity-based plans and any material amendments thereto (including increases in the number of shares of Common Stock available for grant thereunder) for which shareholder approval is required or desirable, and overseeing the Corporation’s policies and strategies with respect to the Corporation’s human capital, including talent acquisition and management, company culture and employee engagement.

B. COMPOSITION

The Committee shall be comprised of a minimum of two directors as appointed by the Board, each of whom shall meet the independence requirements under NASDAQ rules, and any other applicable laws, rules or regulations, as may be in effect from time to time.

C. RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties the Committee shall:

1. Evaluate at least annually the performance of the Chief Executive Officer (“CEO”) in light of annual corporate goals and objectives established by the Committee relevant to the compensation of the CEO and determine the appropriate level of base salary, cash and equity-based incentive compensation and all other cash or non-cash compensation for such officer. The Committee shall meet without the presence of the CEO and other executive officers when deliberating and/or voting on CEO compensation.
2. Evaluate at least annually the performance of the Corporation’s executives who report directly to the CEO and any other Section 16 officers of the Corporation (the “Senior Executives”) and determine the appropriate level of base salary, cash and equity-based incentive compensation and all other cash or non-cash compensation for such Senior Executives.
3. Review at least annually the Corporation’s succession plan for the CEO and for the Senior Executives and present the succession plan to the full board for review.
4. Consider and take actions with respect to the adoption, amendment, administration or termination of cash incentive plans, equity-based incentive plans (subject to Paragraph 5, below) and retirement and/or pension plans related to compensation of current and former employees of the Corporation.

5. Review the terms and conditions of compensation and incentive plans, evaluate the performance of compensation and incentive plans, and approve, and recommend to the full Board for its approval, (i) the initial adoption of any equity-based plans and (ii) any material modifications to such plans (such as an increase in the number of shares of Common Stock available for grant thereunder) for which shareholder approval is either required by applicable law, rule or regulation, or deemed desirable by the Committee.
6. Review Corporation-wide incentive compensation plans. The Committee's review of such plans shall include the following:
 - a. Review the levels and types of employees designated to participate in incentive compensation plans;
 - b. Review the performance goals established by the Corporation for all incentive compensation plans; and
 - c. Review and make amendments to terms and conditions of outstanding incentive compensation plans.
7. Approve any inducement awards to be granted in reliance on the exemption from stockholder approval contained in NASDAQ Rule 5635(c)(4).
8. Establish, review and administer equity ownership policies for the CEO, Senior Executives and directors.
9. Evaluate the directors' compensation and recommend to the full Board the appropriate level of directors' compensation.
10. To, in its sole discretion, retain or obtain the advice of such compensation consultants, legal counsel and other advisors as the Committee deems necessary or appropriate to carry out its responsibilities. In connection with engaging, retaining or obtaining the advice of such consultants, counsel and advisors, the Committee shall take into consideration the applicable factors affecting independence that are specified in the rules of the United States Securities and Exchange Commission and NASDAQ. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any consultants, counsel and advisors that it retains. The Committee is empowered, without further action by the Board, to cause the Corporation to pay the compensation of such consultants, counsel and advisors as established by the Committee.
11. Report to the Board as deemed necessary by the Committee, or whenever the Board calls upon the Committee to do so.
12. Review and discuss annually with management the Corporation's "Compensation Discussion and Analysis" required by Item 402(b) of Regulation S-K promulgated under the Securities Exchange Act of 1934, as amended (the "CD&A"). The Committee shall consider annually whether it will recommend to the Board that the CD&A be included in the Corporation's Annual Report on Form 10-K, proxy statement on Schedule 14A or information statement on Schedule 14C.

13. Prepare the annual “Compensation Committee Report” required by Item 407(e)(5) of Regulation S-K promulgated under the Securities Exchange Act of 1934, as amended.
14. Establish, review, and administer compensation recovery policies, including as required by stock exchange listing requirements.
15. Periodically review and assess the adequacy of this Charter as conditions dictate, but at least annually, and recommend any proposed changes to this Charter to the Board for approval.
16. Review annually the Corporation’s strategies relating to human capital management, including initiatives and programs with respect to the Corporation’s culture, talent acquisition, talent management and employee engagement.
17. Exercise such additional powers as may be reasonably necessary, in the Committee’s discretion, to fulfill its responsibilities and duties under this Charter.

D. MEETINGS

The Committee shall meet as often as it deems necessary in order to perform its responsibilities, but at least twice yearly. The Committee may in its discretion invite members of management or others to attend Committee meetings and provide pertinent information as the Committee may request on the issues being considered. Meetings can be called by the Chairman of the Committee at the request of any member of the Committee. At all Committee meetings, a majority of the then-current members of the Committee shall constitute a quorum. The Committee may also act by unanimous written consent in lieu of a meeting.

The Committee shall keep written minutes of its meetings and record such minutes with the books and records of the Corporation. Minutes of each meeting will be distributed to the members of the Board and the Secretary of the Corporation.

E. INDEPENDENT ADVICE

The Committee may conduct or authorize inquiries into or studies of matters within the Committee’s scope of responsibilities and duties as described above as it shall deem appropriate (including the authority to request any officer, employee or advisor of the Corporation to meet with the Committee or any consultants or advisors engaged by the Committee).